

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	: Chapter 11
CALPINE CORPORATION, <u>et al.</u> ,	: Case No. 05-60200 (BRL)
	:
Debtors.	:
-----X	
ARISTEIA CAPITAL, L.L.C.,	:
AURELIUS CAPITAL MANAGEMENT, LP,	:
DRAWBRIDGE SPECIAL OPPORTUNITIES	:
ADVISORS LLC, ORE HILL HUB FUND LTD.,	:
NISSWA MASTER FUND LTD., PINES EDGE	:
VALUE INVESTORS LTD., PINES EDGE	:
VALUE INVESTORS L.P., SILVER SANDS	: Civil Case No. 07-07830 (JGK)
FUND LLC, STARK MASTER FUND LTD.	:
AND 3V CAPITAL MANAGEMENT, LLC,	:
	:
Appellants,	:
	:
-against-	:
	:
CALPINE CORPORATION AND ITS	:
AFFILIATED DEBTORS AND DEBTORS	:
IN POSSESSION, OFFICIAL COMMITTEE	:
OF UNSECURED CREDITORS OF	:
CALPINE CORPORATION, OFFICIAL	:
COMMITTEE OF EQUITY SECURITY	:
HOLDERS,	:
	:
Appellees.	:
-----X	

**MOTION TO ADMIT COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Dennis Dunne, a member of good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

626545 \$225 515069

Applicant's Name: Eric D. Winston  
Firm Name: Stutman, Treister & Glatt Professional Corporation  
Address: 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
City/State/Zip: Los Angeles, California 90067  
Telephone Number: 310-228-5600  
Facsimile Number: 310-228-5788  
Email Address: ewinston@stutman.com

is a member of good standing of the Bar of the State of California, the United States District Courts for the Central, Eastern, Northern and Southern Districts of California, and the United States Courts of Appeal for the Third, Ninth and Tenth Circuits. There are no pending disciplinary proceedings against Eric D. Winston in any State or Federal Court.

Dated: September 10, 2007  
City, State: New York, New York

Respectfully submitted,

MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP

By: 

Dennis Dunne (DD 7543)  
One Chase Manhattan Plaza  
New York, NY 10005-1413  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219

Attorneys for each of Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC

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CALPINE CORPORATION, OFFICIAL :  
COMMITTEE OF EQUITY SECURITY :  
HOLDERS, :  
Appellees. :  
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**DECLARATION OF DENNIS DUNNE IN  
SUPPORT OF MOTION TO ADMIT COUNSEL PRO HAC VICE**

Dennis Dunne hereby declares:

1. I am a partner at the law firm of Milbank, Tweed, Hadley & McCloy LLP, counsel for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd.,

Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC (the “Appellants”) in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Appellants’ motion to admit Eric D. Winston (“Mr. Winston”) as counsel pro hac vice to represent Appellants in this matter.

2. I am a member of good standing of the bar of the State of New York, and was admitted to practice law in 1991. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I am familiar with Mr. Winston as well as the law firm of Stutman, Treister & Glatt Professional Corporation (“Stutman, Treister & Glatt”) in Los Angeles, California.

4. Mr. Winston is a shareholder at Stutman, Treister & Glatt.

5. I have found Mr. Winston to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure.

6. Mr. Winston is a member in good standing of the Bar of the State of California, the United States District Courts for the Central, Eastern, Northern and Southern Districts of California, and the United States Courts of Appeal for the Third, Ninth and Tenth Circuits. A Certificate of Good Standing for Mr. Winston from the United States District Court for the Central District of California is attached hereto as Exhibit A.

7. Accordingly, I am pleased to move for the admission of Mr. Winston, pro hac vice.

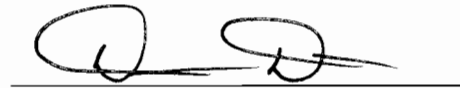
8. I respectfully submit a proposed form of order granting the admission of Mr. Winston, pro hac vice, which is attached hereto as Exhibit B.

9. I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge.

**WHEREFORE** it is respectfully requested that the motion to admit Eric D.

Winston, pro hac vice, to represent Appellants in the above-captioned matter, be granted.

Executed on September 7, 2007  
New York, New York

A handwritten signature in black ink, appearing to read 'Dennis Dunne', is written over a horizontal line.

Dennis Dunne  
S.D.N.Y. Bar Code: DD 7543

PROOF OF SERVICE

I hereby certify that on September 10, 2007, I caused a copy of this Motion to Admit Counsel Pro Hac Vice to be served on the following parties via electronic mail:

Michael S. Stamer, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
590 Madison Avenue  
New York, NY 10022  
Email: [mstamer@akingump.com](mailto:mstamer@akingump.com)

Catherine Peshkin, Esq.  
Kirkland & Ellis  
Citigroup Center  
153 East 53rd Street  
New York, NY 10022  
Email: [cpeshkin@kirkland.com](mailto:cpeshkin@kirkland.com)

Gary Kaplan, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004  
Email: [gary.kaplan@friedfrank.com](mailto:gary.kaplan@friedfrank.com)

Isaac M. Pachulski  
Stutman, Treister & Glatt  
1901 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067  
Email: [IPachulski@Stutman.com](mailto:IPachulski@Stutman.com)

Young Conaway Stargatt & Taylor, LLP  
The Brandywine Building  
1000 West Street  
17<sup>th</sup> Floor  
Wilmington, DE 19801  
Attn: Ian S. Fredericks  
Email: [ifredericks@ycst.com](mailto:ifredericks@ycst.com)

Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178  
Attn: David Retter  
Damon Suden  
Jennifer A. Christian  
Email: [dretter@kelleydrye.com](mailto:dretter@kelleydrye.com)  
[dsuden@kelleydrye.com](mailto:dsuden@kelleydrye.com)

jchristian@kelleydrye.com

Strook & Strook & Lavan LLP

180 Maiden Lane

New York, NY 10038

Attn: Kris Hansen

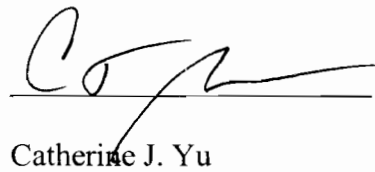
Erez Gilad

Patrick Diamond

Email: khansen@stroock.com

egilad@stroock.com

pdiamond@stroock.com

A handwritten signature in black ink, appearing to read 'C. Yu', is written over a horizontal line. The signature is fluid and cursive.

Catherine J. Yu

**Exhibit A**



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# United States District Court

Central District of California

## CERTIFICATE OF GOOD STANDING

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I, SHERRI R. CARTER, Clerk of this Court, certify that

Eric D. Winston, Bar No. 202407,

was duly admitted to practice in this Court on December 1, 1999  
DATE

and is in good standing as a member of the Bar of this Court.

Dated at Los Angeles, California

on August 28, 2007  
DATE



SHERRI R. CARTER, CLERK

1152

By

Norys Mena  
Norys Mena / Deputy Clerk

**Exhibit B**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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Appellants,	:
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CALPINE CORPORATION AND ITS	:
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OF UNSECURED CREDITORS OF	:
CALPINE CORPORATION, OFFICIAL	:
COMMITTEE OF EQUITY SECURITY	:
HOLDERS,	:
	:
Appellees.	:
-----X	

**ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION**

Upon the motion of Dennis Dunne, attorney for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC and said sponsor attorney's declaration in support;

**IT IS HEREBY ORDERED** that

Applicant's Name: Eric D. Winston  
Firm Name: Stutman, Treister & Glatt Professional Corporation  
Address: 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
City/State/Zip: Los Angeles, California 90067  
Telephone/Facsimile: 310-228-5600/310-228-5788  
Email Address: ewinston@stutman.com

is admitted to practice pro hac vice as counsel for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately register for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall immediately forward the pro hac vice fee to the Clerk of the Court.

Dated: September \_\_\_\_, 2007  
New York, New York

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United States District Court Judge John G. Koeltl